

Debtor Pacific Drilling S.A. Case number (if known) _____
 Name _____

Fill in this information to identify the case:

Debtor Name Pacific Drilling S.A.
 United States Bankruptcy Court for the:
Southern District of Texas
 (State)

Case number (if known): _____ Chapter 11

☐ Check if this is an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1.	Debtor's name	<u>Pacific Drilling S.A.</u>									
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and <i>doing business as</i> names	_____ _____ _____ _____									
3.	Debtor's federal Employer Identification Number (EIN)	<u>9</u>	<u>8</u>	-	<u>1</u>	<u>4</u>	<u>6</u>	<u>5</u>	<u>7</u>	<u>2</u>	<u>4</u>
4.	Debtor's address	Principal place of business						Mailing address, if different from principal place of business			
		<u>8-10 Avenue de la Gare, L-1610</u>						<u>11700 Katy Fwy, #175</u>			
		Number		Street				Number		Street	
		<u>Luxembourg</u>	<u>Luxembourg</u>				<u>Houston</u>	<u>TX</u>	<u>77079</u>		
		City		State		ZIP Code		City		State ZIP Code	
		Location of principal assets, if different from principal place of business									
		<u>County</u>									
								Number		Street	
								City		State ZIP Code	
5.	Debtor's website (URL)	<u>pacificdrilling.com</u>									

Debtor Pacific Drilling S.A. Case number (if known) _____
Name

6. **Type of debtor**
- ☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☒ Other. Specify: Public Company Limited by Shares

7. **Describe debtor's business**
- A. *Check one:*
- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☒ None of the above
- B. *Check all that apply:*
- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <https://www.uscourts.gov/four-digit-national-association-naics-codes>
- 2 1 1 1

8. **Under which chapter of the Bankruptcy Code is the debtor filing?**
- Check one:*
- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12
- A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Debtor Pacific Drilling S.A. Case number (if known) _____
Name

9. **Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** ☐ No
☒ Yes District Southern District of New York When 11/12/2017 Case Number 17-13193 (MEW)
If more than 2 cases, attach a separate list.
MM / DD / YYYY
District _____ When _____ Case Number _____
MM / DD / YYYY

10. **Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** ☐ No
☒ Yes Debtor See attached Schedule 1 Relationship See Attached Schedule 1
District Southern Districts of Texas and New York When _____ Contemporaneously and
List all cases. If more than 1, attach a separate list. 11/12/2017
Case number, if known _____

11. **Why is the case filed in this district?** Check all that apply:
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?** ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (Check all that apply.)
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property?

Number Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Debtor Pacific Drilling S.A. Case number (if known) _____
Name

Statistical and administrative information

13. **Debtor's estimation of available funds** *Check one:*
☐ Funds will be available for distribution to unsecured creditors.
☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.
-
14. **Estimated number of creditors**
 (on a consolidated basis)
- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
-
15. **Estimated assets**
 (on a consolidated basis)
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
-
16. **Estimated liabilities**
 (on a consolidated basis)
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/30/2020
MM / DD / YYYY

× /s/ James W. Harris James W. Harris
Signature of authorized representative of debtor Printed name
Title Designated Person

Debtor Pacific Drilling S.A. Case number (if known) _____
 Name

18. **Signature of attorney** **x** /s/ Joseph E. Bain Date 10/30/2020
 Signature of authorized representative of debtor MM/ DD / YYYY

Joseph E. Bain

Printed name

Jones Walker LLP

Firm name

811 Main Street #2900

Number Street

Houston

Texas

77002

City

State

ZIP Code

(713) 437-1800

jbain@joneswalker.com

Contact phone

Email address

24085187

Texas

Bar number

State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

-----	x	
In re:	:	Chapter 11
	:	
PACIFIC DRILLING S.A.,	:	Case No. 20-_____ (_____)
	:	
Debtor.	:	(Joint Administration Requested)
	:	
Tax I.D. No. 98-1465724	:	
-----	x	

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35345
2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2020
 - a. Total assets \$2,166,943,000
 - b. Total debts (including debts listed in 2.c below) \$1,142,431,000
 - c. Debt securities held by more than 500 holders N/A

Approximate number of holders:

secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>			
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>			
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>			
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$		
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$		
 - d. Number of shares of preferred stock N/A
 - e. Number of shares of common stock 75,203,391 shares
outstanding as of June 30, 2020

Comments, if any: The financial data presented is on a consolidated basis, and includes assets and liabilities of all debtor and non-debtor subsidiaries of Pacific Drilling S.A. Pacific Drilling S.A. does not and cannot know the precise number of beneficial holders of any of the debt securities it has issued and does not believe that any such securities are held by more than 500 holders.

3. Brief description of debtor's business: This debtor and its affiliates are part of a corporate enterprise that utilizes its fleet of seven high-specification drillships to drill wells for clients in the global offshore oil exploration and production industry.

4. List of the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: FMR LLC; Tor Asia Credit Master Fund LP; Quantum Pacific (Gibraltar) Ltd.¹

¹ Pacific Drilling S.A. does not and cannot know the precise holdings or identity of the beneficial holders of its publicly traded common stock. Therefore, Pacific Drilling S.A. is listing, to the best of its knowledge, beneficial holders of 5% or greater of its publicly traded common stock based on the most recent 13F filings of known beneficial holders.

Fill in this information to identify the case:

Debtor Name Pacific Drilling S.A.

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor in the United States Bankruptcy Court for the Southern District of Texas

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of Pacific Drilling S.A.

Pacific Drilling S.A.
Pacific Bora Ltd.
Pacific Drilling Operations Limited
Pacific Drilling Operations, Inc.
Pacific Drilling, Inc.
Pacific Drilling, LLC
Pacific Drillship S.À R.L.
Pacific Mistral Ltd.
Pacific Santa Ana Limited
Pacific Scirocco Ltd.
Pacific Sharav S.À R.L.
Pacific Drilling Holding (Gibraltar) Limited
Pacific Drilling Company Limited
Pacific Sharav Korlátolt Felelősségű Társaság
Pacific Drilling Finance S.À R.L.
Pacific Drilling Limited
Pacific Drilling V Limited
Pacific Drilling VII Limited
Pacific Drillship Nigeria Limited

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor in the United States
Bankruptcy Court for the Southern District of New York

On November 12, 2017, Pacific Drilling S.A. and certain of its affiliates (the “**2017 Debtors**”) filed voluntary Chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York (the “**2017 Bankruptcy Proceedings**”). On November 2, 2018, the 2017 Debtors’ *Modified Fourth Amended Joint Plan of Reorganization*, dated October 31, 2018 (the “**2018 Plan**”) was confirmed. On November 19, 2018, the 2017 Debtors (other than the Zonda Debtors as defined below) emerged from the 2017 Bankruptcy Proceedings after successfully completing their reorganization pursuant to the terms of the 2018 Plan. Two of the entities that were debtors in the 2017 Bankruptcy Proceedings remain active as debtors and debtors in possession in those ongoing proceedings—Pacific Drilling VIII Limited and Pacific Drilling Services, Inc. (together, the “**Zonda Debtors**”). For the avoidance of doubt, the Zonda Debtors are not debtor entities in the chapter 11 cases of the Debtors listed above. The Zonda Debtors remain as debtors in the 2017 Bankruptcy Proceedings. For more information on the 2017 Bankruptcy Proceedings please visit the 2017 Debtors’ claims agent website at: <https://cases.primeclerk.com/pacificDrilling/Home-Index>.

[The remainder of this page intentionally left blank]

Pacific Drilling S.A.

Société anonyme

Siège social: 8-10 Avenue de la Gare, L-1610 Luxembourg

R.C.S. Luxembourg: B159658

(the “**Company**”)

CIRCULAR RESOLUTIONS OF THE DIRECTORS OF THE COMPANY

I. INTRODUCTION

Each of the undersigned directors of the Company (together the “**Directors**” and each a “**Director**”), composing all of the members of the board of directors of the Company (the “**Board**”), hereby note and unanimously resolve the following:

The Board notes that article 7.3 (viii) of the articles of association of the Company (the “**Articles**”) provides that:

“Circular resolutions signed by all the directors [...] are valid and binding as if passed at a duly convened and held Board meeting, and bear the date of the last signature”.

Each of the Directors acknowledges and confirms that pursuant to this provision of the Articles these resolutions shall, when duly signed, have the same effect as resolutions voted at a physically held meeting of the Board.

II. PREAMBLE

WHEREAS, the Board has reviewed and discussed the financial and operational condition of the Company and the Company’s business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current and long-term liabilities of the Company, the market for the Company’s services and the credit market conditions;

WHEREAS, the Board has received, reviewed, and discussed the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including pursuing a reorganization through a bankruptcy case (the “**Bankruptcy Case**”) under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), and has received, reviewed and discussed forms or descriptions of the key “first day” and “second day” filings that would be proposed to be made by the Company in connection with the Bankruptcy Case (the “**Initial Filings**”);

WHEREAS, after review and discussion and due consideration of all of the information presented to the Board, including the effect under Luxembourg law of commencing the Bankruptcy Case pursuant to the Bankruptcy Code, the Board deems it advisable and in the best interests of the Company, its creditors, shareholders, and other interested parties, for the Company to commence the Bankruptcy Case by filing a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code (the “**Petition**”); and

WHEREAS, the Board deems it advisable and in the best interests of the Company, its creditors, shareholders, and other interested parties for the Company to make the Initial Filings and to conduct the business of the Company as contemplated thereby, including without limitation to continue to participate in a centralized cash management system with certain of its affiliates (the “**Cash Management System**”), and to provide adequate protection to the Company’s secured creditors in order to utilize their cash collateral (“**Cash Collateral**”).

In this context, the Board is required to decide on the following items:

1. Consideration and approval of the filing of the Petition, the filing of the Initial Filings and the incurrence of credit through the Cash Management System and the provision of adequate protection to the Company’s secured creditors in exchange for the use of Cash Collateral, together with any other actions necessary or useful in relation thereto, to be carried out by the Company;
2. Appointment of any Director or day-to-day manager of the Company (each, an “**Officer**”) acting individually under his/her sole signature, in the name and on behalf of the Company, in order to represent the Company for the purposes of filing the Petition and the Initial Filings and negotiating and approving the terms and conditions of the continued use of the Cash Management System and Cash Collateral; and
3. Miscellaneous.

III. DECLARATIONS/RESOLUTIONS

- Each of the Directors confirms having no interest conflicting with that of the Company in the filing of the Petition.
- Each of the Directors confirms having carefully reviewed and considered the Petition and the other documents and information presented related thereto.
- Each of the Directors confirms that the matters referred to in the Petition and the other documents thereto are in compliance with the Articles and applicable legal provisions and would not result in any breach of any restriction imposed by the applicable laws, the Articles or any agreements, commitments or other covenants to which the Company is a party or by which the Company is bound.

Considering the above, all the Directors hereby take the following resolutions (the “**Resolutions**”) which they consider to be in the best corporate interest (*intérêt social*) of the Company, its creditors, shareholders, and other interested parties.

FIRST RESOLUTION

The Board **RESOLVES** that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, shareholders, and other interested parties that the Petition and the Initial Filings be filed by the Company in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”)

The Board **RESOLVES** to hereby approve and consent to the filing of the Petition and the Initial Filings in the Bankruptcy Court.

As a consequence, the Board **RESOLVES** that the Company shall be, and it hereby is, authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing.

SECOND RESOLUTION

The Board **RESOLVES** that any Director, and each of Bernie G. Wolford Jr., James W. Harris, and Lisa M. Buchanan (each a “**Designated Person**” and collectively, the “**Designated Persons**”) acting individually under his/her sole signature, with full power of substitution, in the name and on behalf of the Company be, and hereby is, authorized and empowered under Luxembourg law:

- i. To execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition to be filed with the Bankruptcy Court;
- ii. To make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements, deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing;
- iii. To take such additional action as he/she deems necessary or expedient in his/her absolute discretion from time to time in connection with and for the purposes and intent of the foregoing; and
- iv. To do whatever is necessary, useful or desirable in his/her sole opinion to implement these Resolutions.

THIRD RESOLUTION

The Board **RESOLVES** that the law firm of Latham & Watkins LLP (“**L&W**”) be, and hereby is, authorized, empowered and directed to represent the Company as its counsel in connection with the Bankruptcy Case, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of L&W.

The Board **RESOLVES** that the law firm of Jones Walker LLP (“**JW**”) be, and hereby is, authorized, empowered and directed to represent the Company as its local counsel in connection with the Bankruptcy Case, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of JW.

The Board **RESOLVES** that the investment bank of Greenhill & Co. (“**Greenhill**”) be and hereby is engaged to provide investment banking and other related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Greenhill.

The Board **RESOLVES** that the firm of AlixPartners, LLP (“**AlixPartners**”) be and hereby is engaged to provide restructuring advice and other related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

The Board **RESOLVES** that the firm of Prime Clerk LLC (“**Prime Clerk**”) be and hereby is engaged to act as notice, claims and balloting agent and to provide related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk.

The Board **RESOLVES** that each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered on behalf of and in the name of the Company, to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants, restructuring advisors and other professionals as appropriate in connection with the Bankruptcy Case and all related matters.

FOURTH RESOLUTION

The Board **RESOLVES** that in order to use and obtain the benefits of the Cash Collateral currently held in the Cash Management System, the Company shall be, and it hereby is, authorized to grant security interests in, and liens on, all or any portion of the Company’s assets for the benefit of the Company’s affiliates and creditors, and to provide any additional adequate protection to creditors that the Designated Persons shall deem necessary, appropriate or desirable, including but not limited to periodic cash payments equal to interest payments and fees and expenses.

The Board **RESOLVES** that each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered, in the name and on behalf of the Company, to negotiate and approve the terms and form of any adequate protection to creditors and to secure the payment and performance of any post-petition financing, including the consensual use of Cash Collateral, and to effectuate the foregoing by (i) paying or approving the payment of all amounts payable in connection with any adequate protection arrangement, (ii) pledging or granting liens and mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (iii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, these Resolutions in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the Designated Person executing the same, the execution thereof by such Designated Person to be conclusive evidence of such approval or determination.

FIFTH RESOLUTION

The Board **RESOLVES** that in addition to the specific authorizations heretofore conferred upon the Designated Persons, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered in the name and on behalf of the Company, to do or cause to be done all such further acts and things, including the payment of all fees, expenses, appropriate retainers and other amounts payable by the Company with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purposes of these Resolutions.

SIXTH RESOLUTION

The Board **RESOLVES** that any of the Designated Persons may certify a copy of all or any of these Resolutions and such certified copy shall be full and complete evidence of the powers and authorities given by the foregoing and shall be fully binding on the Company without any more formal proof or documentation.

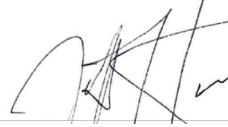
SEVENTH RESOLUTION

The Board **RESOLVES** that all acts and deeds heretofore or hereafter done in connection with the actions contemplated in these Resolutions by any Designated Person for or on behalf of the Company in entering into, executing, acknowledging or attesting to any arrangements, agreements, instruments or documents, or in carrying out the terms and intentions of these Resolutions be, and hereby are, ratified, approved and confirmed in all respects.

(Remainder of page intentionally left blank. Signature page follows.)



Hunt, Roger - 10/30/2020 10:02:43 AM CT



Hunter, Jeff - 10/30/2020 9:59:43 AM CT



Ralls, Matt - 10/30/2020 10:02:24 AM CT



Ramineni, Kiran - 10/30/2020 9:59:05 AM CT



Simon, John V. - 10/30/2020 10:03:28 AM CT



Weinstein, David - 10/30/2020 10:00:13 AM CT



Wolford, Bernie - 10/30/2020 10:40:24 AM CT

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	X	
	:	Chapter 11
	:	
PACIFIC DRILLING S.A.,	:	Case No. 20-_____ (_____)
	:	
Debtor.	:	(Joint Administration Requested)
	:	
Tax I.D. No. 98-1465724	:	
	X	

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY LARGEST UNSECURED CLAIMS**

Pacific Drilling S.A. and the entities listed in the chart on Schedule 1 to this petition (together, the “**Debtors**”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of creditors holding the thirty largest unsecured claims¹ (the “**Largest Unsecured Creditors List**”).

The Largest Unsecured Creditors List is based on the Debtors’ books and records as of approximately October 30, 2020, and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Largest Unsecured Creditors List does not include persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31).

The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ rights to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors’ rights to contest the validity priority and/or amount of such a claim.

¹ Although this list of the top 30 unsecured creditors is presented on a consolidated basis for all of the affiliated debtors that have commenced Chapter 11 filings on the date hereof, (a) certain of the creditors on this consolidated list may not necessarily hold a claim against this specific debtor and (b) it is possible that certain of the affiliated debtors do not have any general unsecured creditors.

Fill in this information to identify the case:

Debtor Name Pacific Drilling S.A.

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15**

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	National Oilwell Varco Service 5100 N. Sam Houston Parkway W. Houston, TX 77086	Rafael Maldonado In charge of Field Service Phone: 281-569-8486 Email: Rafael.Maldonado@nov.com	Trade				\$72,704
2	Hiller Offshore Services 209 Stanton, Road Broussard, LA 70518	James Guidry Phone: 337-837-3388 Email: jguidry@hillercompanies.com	Trade				\$41,691
3	National Oilwell Varco HRC 5100 North Sam Houston Pkwy West Houston, TX 77086	Dave Douglas In charge of Repair Centers Phone: 281-569-8426 Email: Dave.Douglas@nov.com	Trade				\$33,372
4	Man Energy Solutions SE Stadtbachstrabe 1 Augsburg 86153	Victor Bittner Phone: 954-960-6658 Email: victor.bittner@man-es.com	Trade				\$30,801
5	3C Metal USA Inc. 5100 Westheimer Road, Suite 595 Houston, TX 77056	Dejan Zigic Phone: 971 (0)4 8830682 Email: dzigic@3cmetalme.com	Trade				\$21,047
6	Fugro Norway AS PO Box 490 Oslo 0213 03 Norway	Bjorne Inge Nilsen Phone: 47 21 50 14 00 Mobile: 47 90519880 Email: b.i.nilsen@fugro.com	Trade				\$20,250
7	GAC Shipping (S.A.) (Pty) Ltd. 2nd Floor, 176 Sir Lowry Road Cape Town 8001 ZA	Ryan Maher Phone: 27 (0) 83 635 8120 Email: ryan.maher@gac.com	Trade				\$17,547
8	Charter Supply Company 8100 Ambassador Caffery Pkwy. Broussard, LA 70518	Tod Murphey Phone: 281 572 3712 Email: tmurphey@chartersupply.com	Trade				\$16,109

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9 Kongsberg Maritime, Inc 5373 W. Sam Houston Parkway N Suite 200 Houston, TX 77581	Kevin Donovan Phone: 504-303-5255 Email: Kevin.Donovan@km.kongsberg.com	Trade				\$15,948
10 OMA Logistics Senegal SARL Avenue A, Fadiga, Immeuble Lahad Mbake, Mezzanine Block A, BP14215, Dakar 14215 Dakar Dakar Senegal	Vincent Bayiha Kodock Phone: 221 33 822 85 37 Mob: +221 77 762 18 72 Email: vincent.bayiha-kodock@omagroup.com	Trade				\$14,120
11 Dickerman Overseas Contracting Co L Unit 3, Adam Business Centre, Henso Northants NN 168PX	Andrew Sharp Phone: 44 (0)1536 525131 Email: Operations@dickermangroup.com	Trade				\$12,463
12 Tanks-A-Lot, Inc. 7723 Hwy 182 East Morgan City, LA 70380	Mark Blanchard Phone: 985-714-2933 MBlanchard@tanksalotinc.com Scot Robinson Phone: 985-385-1913 Email: srobison@tanksalotinc.net	Trade				\$11,616
13 Viking Life-Saving Equipment 11255 NW 106 St. ST. 1 Miami, FL 33178	Todd Jarrell Phone: 832-982-7611 Email: tpj@viking-life.com	Trade				\$10,992
14 Gulf Copper & Manufacturing Corp 7200 Proctor Street Extension Port Arthur, TX 77642	Tim Gemmill Phone: 409-641-2507 Cell: 832-551-6801 Email: Tim.Gemmill@gulfcopper.com	Trade				\$10,655
15 Ameriforge Corporation 945 Bunker Hill Rd, Ste 5020 Houston, TX 77024	Billy Walker Phone: 713 429 8318 Email: wwalker@afglobalcorp.com	Trade				\$10,342
16 Seven Seas Maritime Services Spain C/. El Guinchete s/n (Recinto Portu Las Palmas de Gran Canaria 35008	Miquel Pena Phone: 34 633 018214 Email: miquel.pena@sevenseasgroup.com	Trade				\$8,712
17 Bureau Veritas North America, Inc. 16800 Greenspoint Dr, Suite 300-S Houston, TX 77060	Michael Wilkins Phone: 281.671.5627 Email: Michael.Wilkins@bureauveritas.com	Trade				\$8,555
18 Tri-State Environmental, LLC P.O. Box 403 Petal, MS 39465	J. Terry Dykes Phone: 601-689-0755 Email: tdykes@tristateoffshore.com	Trade				\$8,388
19 Pace Analytical Services, LLC 1800 Elm Street SE Minneapolis, MN 55414	Jenny DeLamar-Snypes Phone: 704-617-2289 Email: Jenny.Snipes@pacelabs.com	Trade				\$7,417
20 Dintec Co., Ltd Dintec Bldg, 1144-10, Choryang 3 Busan 444-444	Y.H Jung Phone: 82-(0)51-664-1076 (DID) Mobile : 82-10-3828-1796 Email: yonghoon.jung@dintec.co.kr	Trade				\$6,436

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 Wellbore Integrity Solutions, LLC 1310 Rankin Road, Building 18 Houston, TX 77073	Raymond Bradbury Phone: 985-303-6399 Email: Raymond.Bradberry@wellboreintegrity.com	Trade				\$6,278
22 ABS Americas 16855 Northchase Drive Houston, TX 77060	Kendra Huhn Phone: 346-268-0435 Email: khuhn@eagle.org	Trade				\$6,184
23 Kongsberg Seatex AS Pirsenteret, Trondheim 7462	Joran Herfjord Phone: 47 73 58 76 00 Mobile: 47 92 29 34 01) Email: Kevin.Donovan@km.kongsberg.com	Trade				\$6,122
24 Service Medical International Limit KM 12 ABA/PH Expressway, INTELS CAM Port Harcourt, NI, 99999	Paula Colombo Phone: 832 289 2284 Email: Paula.Colombo@internationalsos.com	Trade				\$5,877
25 Subsequence Limited A103 First Floor, Fuel Tank London SE8 3DX	Paul Freeland Phone: 0044 203 637 035 Email: Paul.freeland@subsequence.com	Trade				\$5,875
26 Gulfstream Services, Inc P.O. Box 734693 Dallas, TX 75373	Hank LaFosse Phone: (985) 868-0303 Mobile: (337) 526-4114 Email: hlafosse@gulfstreamservices.com	Trade				\$5,697
27 Clover Tool Co. Inc 6903 FM 359 South Fulshear, TX 77441	Tabatha Rongey Phone: 281-561-5600 Email: clover@clovertool.com	Trade				\$5,328
28 ScanTech Offshore Limited ScanTech House, Morton Peto Road Norfolk, NR310LT	Ryan Shearwood Phone: 44 0 7850424887	Trade				\$5,308
29 Brandt, A division of National PO Box 201198 Dallax, TX 75320	Larry Bertrand / Phone: 337-374-1703 Email: Larry.Bertrand@nov.com Paxton Latiolais Phone: 337-374-1701 Email: Paxton.Latiolais@nov.com	Trade				\$5,032
30 National Oilwell Varco, LP 10353 Richmond Avenue Houston, TX 77042	Tim McGarity Phone: 713-306-7792 Email: Tim.McGarity@nov.com	Trade				\$5,021

Fill in this information to identify the case:

Debtor Name Pacific Drilling S.A.

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (If known): Chapter 11

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/30/2020
MM / DD / YYYY

x /s/ James W. Harris
Signature of individual signing on behalf of debtor

James W. Harris
Printed name

Designated Person
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	X	
	:	Chapter 11
	:	
PACIFIC DRILLING S.A.,	:	Case No. 20-_____ (_____)
	:	
Debtor.	:	(Joint Administration Requested)
	:	
Tax I.D. No. 98-1465724	:	
	X	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, there are no corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

LIST OF EQUITY HOLDERS

Pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure, the following is a list equity security holders:¹

Equity Holders	Address of Equity Holder	Percentage of Equity Held
FMR LLC	245 Summer Street Boston, MA 02210	6.4302%
TOR Asia Credit Master Fund LP	190 Elgin Avenue Grand Cayman KY1-9005 CAYMAN ISLANDS	6.0025%
Quantum Pacific (Gibraltar) Ltd.	57/63 Line Wall Road Gibraltar J1 GX11 1AA	5.1101%

¹ Pacific Drilling S.A. does not and cannot know the precise holdings or identity of the beneficial holders of its publicly traded common stock. Therefore, Pacific Drilling S.A. is listing, to the best of its knowledge, beneficial holders of 5% or greater of its publicly traded common stock based on the most recent 13F filings of known beneficial holders.

Fill in this information to identify the case:

Debtor Name Pacific Drilling S.A.

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (If known): Chapter 11

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/30/2020
MM / DD / YYYY

* /s/ James W. Harris
Signature of individual signing on behalf of debtor

James W. Harris
Printed name

Designated Person
Position or relationship to debtor